

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ENDIUS INCORPORATED", A DELAWARE CORPORATION, WITH AND INTO "ZIMMER SPINE, INC." UNDER THE NAME OF "ZIMMER SPINE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2007, AT 5:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2008.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2870689 8100M

071362828

You may verify this certificate online  
at [corp.delaware.gov/authverz.shtml](http://corp.delaware.gov/authverz.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6288564

DATE: 01-07-08

**CERTIFICATE OF MERGER  
OF  
ENDIUS INCORPORATED (a Delaware Corporation)  
WITH AND INTO  
ZIMMER SPINE, INC. (a Delaware Corporation)**  
**(UNDER SECTION 251 OF THE GENERAL  
CORPORATION LAW OF DELAWARE)**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

- (a) Endius Incorporated, a Delaware corporation (the "Non-Surviving Corporation"); and
- (b) Zimmer Spine, Inc., a Delaware corporation (the "Surviving Corporation").

SECOND: That an Agreement and Plan of Merger, by and between the Surviving Corporation and the Non-Surviving Corporation (the "Plan of Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the Surviving Corporation is "Zimmer Spine, Inc."

FOURTH: That the Certificate of Incorporation of Zimmer Spine, Inc., a Delaware corporation that is surviving the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the executed Plan of Merger is on file at an office of the Surviving Corporation at 7375 Bush Lake Road, Minneapolis, MN 55439-2027.

SIXTH: That a copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the constituent corporations.

SEVENTH: That this Certificate of Merger shall be effective on January 1, 2008, at 12:01 a.m. EST.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK;  
SIGNATURE APPEARS ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate  
of Merger to be duly executed in its corporate name as of December 21, 2007.

ZIMMER SPINE, INC.,  
a Delaware corporation

By: J. T. Caines  
Name: J. T. Caines  
Title: Vice President